

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
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August 21, 1991

8070-K  
RECORDATION NO. FILED 143

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#15

Mr. Sidney L. Strickland, INTERSTATE COMMERCE COMMISSION  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

8070-K

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are five (5) fully executed and acknowledged copies of a Partial Termination of Lease dated as of July 22, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Lease of Railroad Equipment dated as of July 15, 1975 filed and recorded on October 3, 1975 under Recordation Number 8070 and related documents filed and recorded under Recordation Numbers 8070-A through 8070-J.

The name and address of the party executing the enclosed document is:

Helm Financial Corporation  
One Embarcadero Center  
San Francisco, California 94111

A description of the railroad equipment covered by the enclosed document is set forth in Exhibit A attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Aug 21 12 31 PM '91  
MOTOR OPERATING UNIT


*CT. Kappler*  
*Charles T. Kappler*

Mr. Sidney L. Strickland, Jr.  
August 21, 1991  
Page Two

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Partial Termination of Lease dated as of July 22, 1991 executed by Helm Financial Corporation covering 66 gondola railcars bearing BN/SLSF reporting marks and numbers.

Very truly yours,

  
Charles T. Kappler

CTK/bg  
Enclosures

# EXHIBIT A

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
52'6", 4'6" inside height, 100-ton roller bearing gondola railcars	66	BN 562103 562142 562161 562164 562208 562236 562264 562271 562276 562296 SLSF 66004 66011 66013 66014 66016 66017 66018 66023 66027 66033 66043 66044 66045 66046 66052 66054 66055 66062 66066 66068 66070 66073 66074 66082 66083 66087 66089 66095 66096 66097 66098 66100 66101 66102 66104

EXHIBIT A  
(continued)

<u>Equipment Description</u>	<u>Quantity</u>	<u>Equipment Nos.</u>
		66105
		66110
		66113
		66115
		66118
		66120
		66123
		66124
		66127
		66128
		66133
		66143
		66149
		66150
		66152
		66160
		66167
		66183
		66187
		66188
		66195

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INTERSTATE COMMERCE COMMISSION

PARTIAL TERMINATION OF LEASE

This Partial Termination of Lease of Railroad Equipment, dated as of July 22, 1991, by Helm Financial Corporation, a California corporation ("Helm").

1. Recitals: Helm entered into an Assignment of Lease of Railroad Equipment dated as of November 29, 1990 (Interstate Commerce Commission ("ICC") Recordation No. 8070-I, filed on May 8, 1991, 1:15 PM) which assigned to Helm all of Chrysler Capital Corporation's right, title, and interest in the Lease of Railroad Equipment dated as of July 15, 1975 (ICC Recordation No. 8070, filed on October 3, 1975, 2:25 PM) as amended by that certain Amendment Agreement dated as of June 25, 1976 (ICC Recordation No. 8070-G, filed on September 3, 1976, 11:40 AM), that certain Amendment dated as of February 5, 1991 (ICC Recordation No. 8070-J, filed on June 10, 1991, 9:50 AM) and that certain Supplemental Agreement dated as of January 1, 1976, (ICC Recordation No. 8070-F, filed on February 5, 1976, 10:25 AM) (the "Lease"), between Chrysler Capital Corporation (the "Trustee"), as successor to Continental Illinois National Bank and Trust Company of Chicago now known as Continental Bank National Association, pursuant to that certain Termination Agreement dated as November 30, 1990, (filed under ICC Recordation No. 8070-H), which Termination Agreement revoked the Trust and terminated the Trust Agreement dated July 15, 1975 (Trust documents included (i) the Conditional Sale Agreement dated as of July 15, 1975 among Pullman Incorporated, Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and St. Louis - San Francisco Railway Company, (ICC Recordation No. 8070-B filed on October 3, 1975, 2:25 PM), (ii) the Agreement and Assignment between Pullman Incorporated and Continental Illinois National Bank and Trust Company of Chicago, as Agent (ICC Recordation No. 8070-C filed on October 3, 1975, 2:25 PM), (iii) the Conditional Sale Agreement among Greenville Steel Car Company, Continental Illinois National Bank and Trust Company of Chicago, as Trustee, and St. Louis - San Francisco Railway Company (ICC Recordation No. 8070-D, filed on October 3, 1975, 2:25 PM), (iv) the Agreement and Assignment between Greenville Steel Car Company and Continental Illinois National Bank and Trust Company of Chicago, as Agent (ICC Recordation No: 8070-E, filed on October 3, 1973, 2:25 PM) and Burlington Northern Railroad, as successor to St. Louis - San Francisco Railway Company (the "Lessee").

Helm is planning to sell certain units as described in Exhibit A attached hereto (the "Units"), to a third party and desires to do so free and clear of any lien.

2. Termination of Interest. Helm's interest in the Units shall be and is hereby terminated upon the filing of this Partial Termination with the ICC and all of the Helm's right, title and interest in and to the Units shall and has become null and void.

This Release shall have no effect on Helm's interest in and lien on any collateral other than the Units and said interest in and lien on such other collateral is hereby reaffirmed.

IN WITNESS WHEREOF, Helm, pursuant to due authority, has executed this Partial Termination of Lease as of the date first written above.

HELM FINANCIAL CORPORATION

By: William M. Peterson <sup>AW</sup>  
Title: Executive Vice President  
Date: 7-22-91

STATE OF CALIFORNIA )

)

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COUNTY OF SAN FRANCISCO )

On this 22nd day of July, 1991, before me personally appeared William M. Peterson to me personally known, who, being by me duly sworn, says that he is Executive Vice President of HELM FINANCIAL CORPORATION, that said instrument was signed and sealed on behalf of said corporation and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Karen Staudenmaier  
Notary Public

My Commission Expires: July 26, 1993

[Notarial Seal]



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(continued)

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		66143
		66149
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		66167
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		66195